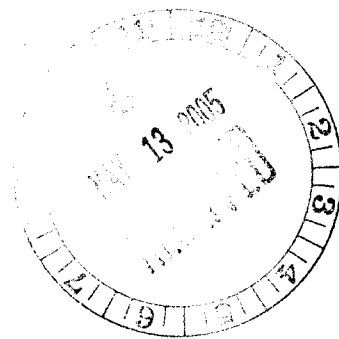


RECORDATION NO. 25245-L FILED

MAY 13 '05

4-01 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575

Fax 847.318.7588

VIA UPS 2nd DAY AIR

May 11, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated April 25, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 25245. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian Pacific Railway Company
401 9th Avenue SW
5th Floor
Calgary, Alberta T2P 4Z4
Canada

A description of the railroad equipment covered by the enclosed document is one hundred (100) Plate B and C, 70-ton box cars, marked CP (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (347) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,

Theresa Catapano
Manager of Documentation

Enclosures

(CP064)

ASSIGN. NO. CP061

MAY 13 '05

4-01 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of April, 2005, by and between the Montreal branch of FIRST UNION RAIL CORPORATION (the "Lessor"), a North Carolina corporation, and CANADIAN PACIFIC RAILWAY COMPANY, (the "Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease") dated as of February 4, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 18 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

NAME: Susan BarrieTITLE: Regional Vice President, SalesSIGNATURE: *Susan Barrie*

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Gordon Hopkins, a Commissioner of Oaths of the Province and District aforesaid, certify that Susan A. Barrie personally appeared before me this day and acknowledged her execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25th day of April, 2005.

Gordon Hopkins

Commissioner of Oaths

My Commission expires:

21-July-2006

LESSEE:

CANADIAN PACIFIC RAILWAY COMPANY

NAME: Don Campbell

TITLE : VP Business Planning and Development

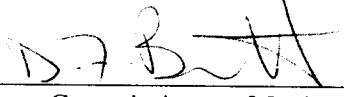
SIGNATURE: 

PROVINCE OF ALBERTA

DISTRICT OF CALGARY

I, Don Barnhardt, a Commissioner of Oaths of the Province and District aforesaid, certify that Don Campbell personally appeared before me this day and acknowledged his/her execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of April, 2005.


Commissioner of Oaths

My Commission expires:

DON BARNHARDT
Barrister and Solicitor
Suite 920, 401 - 9th Avenue SW
Calgary, AB T2P 4Z4
Telephone: 315-6103

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred (100).

DESCRIPTION OF CARS: Plate B and C, 70-ton box cars.

CAR NUMBERS:

CP	204302	CP	204375	CP	204447
CP	204303	CP	204377	CP	204448
CP	204305	CP	204381	CP	204450
CP	204307	CP	204382	CP	204452
CP	204308	CP	204384	CP	204456
CP	204309	CP	204385	CP	204457
CP	204310	CP	204386	CP	204668
CP	204312	CP	204388	CP	204669
CP	204313	CP	204392	CP	204670
CP	204314	CP	204393	CP	204671
CP	204316	CP	204394	CP	204672
CP	204317	CP	204399	CP	204673
CP	204318	CP	204400	CP	204674
CP	204320	CP	204403	CP	204675
CP	204326	CP	204407	CP	204676
CP	204332	CP	204412	CP	204677
CP	204333	CP	204415	CP	204678
CP	204334	CP	204416	CP	204679
CP	204338	CP	204418	CP	204680
CP	204339	CP	204419	CP	204681
CP	204342	CP	204420	CP	204682
CP	204345	CP	204421	CP	204683
CP	204346	CP	204423	CP	204684
CP	204347	CP	204424	CP	204685
CP	204348	CP	204425	CP	204686
CP	204350	CP	204429	CP	204687
CP	204354	CP	204431	CP	204688
CP	204357	CP	204433	CP	204750
CP	204359	CP	204435	CP	204751
CP	204362	CP	204436	CP	208564
CP	204365	CP	204439		
CP	204369	CP	204441		
CP	204370	CP	204443		
CP	204371	CP	204444	COUNT: 100	
CP	204374	CP	204445		